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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re :
DELPHI CORPORATION, et al., : Chapter 11
: Case No. 05-44481 (RDD)
: (Jointly Administered)
Debtors. : Hon. Robert D. Drain
: Hearing Date: October 11, 2005
: Hearing Time: 4:00 p.m. (Prevailing
: Eastern Time)
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PROPOSED SECOND AMENDED FIRST DAY AGENDA

Location Of Hearings: United States Bankruptcy Court for the Southern District of New
York, Alexander Hamilton Custom House, Room 601, 6th Floor,
One Bowling Green, New York, New York 10004-1408

I. INTRODUCTION AND REQUEST FOR FIRST DAY HEARING

1. **"Joint Administration"** – Motion For Order Under Fed. R. Bankr. P. 1015(b) Authorizing Joint Administration (Docket No. 3)

Related Pleading: Order Under Fed. R. Bankr. P. 1015(b) Authorizing Joint Administration (Docket No. 28).

Status: On October 8, 2005, the Court granted this order on a final basis.

2. **"Skadden Pro Hac Vice"** – Motion Under Local Bankruptcy Rule 2090-1(b) For Admission Pro Hac Vice (Docket No. 5)

Related Pleading: Order Authorizing Pro Hac Vice of John Wm. Butler, Jr., John K. Lyons and Ron E. Meisler (Docket No. 33).

Status: On October 8, 2005, the Court granted this order on a final basis.

3. **"Delphi Pro Hac Vice"** – Motion Under Local Bankruptcy Rule 2090-1(b) For Admission Pro Hac Vice (Docket No. 6)

Related Pleading: Order Authorizing Pro Hac Vice of Charles E. Brown and Joseph E. Papelian (Docket No. 34).

Status: On October 8, 2005, the Court granted this order on a final basis.

4. **"First Day Affidavit"** – Affidavit Of Robert S. Miller, Jr. Under Local Bankruptcy Rule 1007-2 And In Support Of Chapter 11 Petitions And Various First Day Applications And Motions (Docket No. 7)

5. **"Bridge Orders"** – Motion For (I) Order Scheduling Expedited Hearing On "First Day Motions" And (II) Bridge Orders (Docket No. 8)

Related Pleadings: This Motion seeks bridge relief for Agenda items numbered 10, 15, 16, 18, 20, 22, 23, 24, 28, and 30 (Docket Nos. 12, 17, 18, 20, 22, 24, 25, 26, 42, and 43).

Status: On October 8, 2005, the Court granted these orders.

- * Introductory Presentation

II. FIRST DAY MATTERS

A. Motions Re: Administrative And Procedural Matters

6. **"Consolidated Lists"** – Motion For Order Under 11 U.S.C. § 521 And Fed. R. Bankr. P. 1007(a) Authorizing Debtors To (I) Prepare Consolidated List Of Creditors And Equity Security Holders In Lieu Of Mailing Matrix, (II) File Consolidated List Of 50 Largest Unsecured Creditors, And (III) Mail Initial Notices (Docket No. 4) (Final Order)

Status: A final order will be submitted for consideration by the Court.

7. **"Extension For Schedules"** – Motion For Order Under 11 U.S.C. § 521(l) And Fed. R. Bankr. P. 1007 And 9006(b) Granting Extension Of Time For Debtors To File Schedules And Statements (Docket No. 9) (Final Order)

Status: A final order will be submitted for consideration by the Court.

8. **"Case Management"** – Motion For Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, And (III) Scheduling Initial Case Conference In Accordance With Local Bankr. R. 1007-2(e) (Docket No. 10) (Final Order)

Status: A final order will be submitted for consideration by the Court.

9. **"Interim Compensation"** – Motion For Administrative Order Under 11 U.S.C. § 331 (I) Establishing Procedures For Interim Compensation And Reimbursement Of Expenses Of Professionals And (II) Setting A Final Hearing Thereon (Docket No. 11) (Scheduling Order)

Status: The Debtors request that this matter be adjourned to the first omnibus hearing as reflected on the proposed Case Management Order (see matter 8).

B. Motions Re: Human Capital

10. **"Human Capital Obligations"** – Motion For Order Under 11 U.S.C. §§105(a), 363, 507, 1107, And 1108 (I) Authorizing Debtors To Pay Prepetition Wages And Salaries To Employees And Independent Contractors, (II) Authorizing Debtors To Pay Prepetition Benefits And Continue Maintenance Of Human Capital Benefit Programs In The Ordinary Course, And (III) Directing Banks To Honor Prepetition Checks For Payment Of Prepetition Human Capital Obligations (Docket No. 12) (Final Order)

Related Pleading: Bridge Order Under 11 U.S.C. §§105(a), 363, 507, 1107, And 1108 (I) Authorizing Debtors To Pay Prepetition Wages And Salaries To Employees And Independent Contractors, (II) Authorizing Debtors To Pay Prepetition Benefits And Continue Maintenance Of Human Capital Benefit Programs In The Ordinary Course, And (III) Directing Banks To Honor Prepetition Checks For Payment Of Prepetition Human Capital Obligations (Docket No. 31).

Status: On October 8, 2005, the Court granted a bridge order with respect to this motion. A final order will be submitted for consideration by the Court.

11. **"KECP Motion"** - Motion For Order Under §§ 105 And 363 Authorizing The Debtors To Implement A Key Employee Compensation Program (Docket No. 13) (Scheduling Order)

Status: The Debtors request that this matter be adjourned to the first omnibus hearing as reflected on the proposed Case Management Order (see matter 8).

12. **"Section 1113 And 1114 Scheduling Order"** – Motion For Scheduling Order On Debtors' Motions To (I) Reject Collective Bargaining Agreements Under Section 1113(c) And (II) Eliminate Retiree Medical And Life Insurance Benefits For Union-Represented Retirees Under Section 1114(g) (Docket No. 14) (Final Scheduling Order)

Status: A final order will be submitted for consideration by the Court.

13. **"Retiree Committee"** – Motion For Order (I) Appointing Unions As Authorized Representatives For Union-Represented Retirees Under 11 U.S.C. §§ 1114(c) And 1114(d) Or, In The Alternative, (II) Establishing Procedures For Solicitation, Nomination, And Appointment Of Committee Of Retired Employees (Docket No. 15) (Final Order)

Status: A final order will be submitted for consideration by the Court.

14. **"Protective Order"** – Motion For Protective Order Under 11 U.S.C. §§1113(d)(3) And 1114(k)(3) (Docket No. 16) (Final Order)

Status: A final order will be submitted for consideration by the Court.

C. Motions Re: Continuing Supplier Relations

15. **"Essential Suppliers"** – Motion For Order Under 11 U.S.C. §§105(a), 363, 364, 1107, And 1108 And Fed. R. Bankr. P. 6004 And 9019 Authorizing Continuation Of Vendor Rescue Program And Payment Of Prepetition Claims Of Financially-Distressed Sole Source Suppliers And Vendors Without Contracts (Docket No. 17) (Final Order)

Related Pleading: Bridge Order Under 11 U.S.C. §§105(a), 363, 364, 1107, And 1108 And Fed. R. Bankr. P. 6004 And 9019 Authorizing Continuation Of Vendor Rescue Program And Payment Of Prepetition Claims Of Financially-Distressed Sole Source Suppliers And Vendors Without Contracts (Docket No. 30).

Status: On October 8, 2005, the Court granted a bridge order with respect to this motion. A final order will be submitted for consideration by the Court.

16. **"Foreign Creditors"** – Motion For Order Under 11 U.S.C. §§ 105(a), 363, 1107, And 1108 Authorizing (I) Payment Of Prepetition Obligations To Foreign Creditors And (II) Financial Institutions To Honor And Process Related Checks And Transfers (Docket No. 18) (Final Order)

Related Pleading: Bridge Order Under 11 U.S.C. §§ 105(a), 363, 1107, And 1108 Authorizing (I) Payment Of Prepetition Obligations To Foreign Creditors And (II) Financial Institutions To Honor And Process Related Checks And Transfers (Docket No. 32).

Status: On October 8, 2005, the Court granted a bridge order with respect to this motion. A final order will be submitted for consideration by the Court.

17. **"Non-Debtor Global Affiliates Notice"** – Motion For Order Under 11 U.S.C. §105 Enforcing Protections Of 11 U.S.C. §§ 362 And 525 And Approving Notice To Customers, Suppliers, And Other Stakeholders Of Debtors' Non-Debtor Global Affiliates (Docket No. 19) (Final Order)

Status: A final order will be submitted for consideration by the Court.

18. **"Administrative Expense"** – Motion For Order Under 11 U.S.C. § 503(b) Confirming Grant Of Administrative Expense Status To Obligations Arising From Postpetition Delivery Of Goods And Authorizing Debtors To Pay Such Obligations In The Ordinary Course Of Business (Docket No. 20) (Final Order)

Related Pleading: Bridge Order Under 11 U.S.C. § 503(b) Confirming Grant Of Administrative Expense Status To Obligations Arising From Postpetition Delivery Of Goods And Authorizing Debtors To Pay Such Obligations In The Ordinary Course Of Business (Docket No. 35).

Status: On October 8, 2005, the Court granted a bridge order with respect to this motion. A final order will be submitted for consideration by the Court.

19. **"Reclamation"** – Motion For Order Under 11 U.S.C. §§ 362, 503, And 546 And Fed. R. Bankr. P. 9019 Establishing Procedures For Treatment Of Reclamation Claims (Docket No. 21) (Final Order)

Status: A final order will be submitted for consideration by the Court.

20. **"Shipping And Customs"** – Motion For Order Under 11 U.S.C. §§ 105, 363(b), 1107, And 1108 Authorizing Payment Of Certain Prepetition (I) Shipping And Delivery Charges For Goods In Transit And (II) Customs Duties (Docket No. 22) (Final Order)

Related Pleading: Bridge Order Under 11 U.S.C. §§ 105, 363(b), 1107, And 1108 Authorizing Payment Of Certain Prepetition (I) Shipping And Delivery Charges For Goods In Transit And (II) Customs Duties (Docket No. 40).

Status: On October 8, 2005, the Court granted a bridge order with respect to this motion. A final order will be submitted for consideration by the Court.

21. **"Lien Claimants"** – Motion For Order Under 11 U.S.C. §§ 105, 363(b), 546(b), 1107 And 1108 Authorizing Payment Of Contractors And Service Providers In Satisfaction Of Liens (Docket No. 23) (Final Order)

Status: A final order will be submitted for consideration by the Court.

D. Motions Re: Business Operations Of The Debtors

Cash Management

22. **"Cash Management"** – Motion For Order Under 11 U.S.C. §§ 363 And 553 Authorizing (I) Continued Maintenance Of Existing Bank Accounts, (II) Continued Use Of Existing Cash Management System, (III) Continued Use Of Existing Business Forms, (IV) Preservation And Exercise Of Intercompany Setoff Rights, And (V) Grant Of Administrative Status For Postpetition Intercompany Transactions (Docket No. 24) (Final Order)

Related Pleading: Bridge Order Under 11 U.S.C. §§ 363 And 553 Authorizing (I) Continued Maintenance Of Existing Bank Accounts, (II) Continued Use Of Existing Cash Management System, (III) Continued Use Of Existing Business Forms, (IV) Preservation And Exercise Of Intercompany Setoff Rights, And (V) Grant Of Administrative Status For Postpetition Intercompany Transactions (Docket No. 36).

Status: On October 8, 2005, the Court granted a bridge order with respect to this motion. A final order will be submitted for consideration by the Court.

23. **"Investment Guidelines"** – Motion For Order Under 11 U.S.C. § 345 Authorizing Continued Use Of Existing Investment Guidelines (Docket No. 25) (Final Order)

Related Pleading: Bridge Order Under 11 U.S.C. § 345 Authorizing Continued Use Of Existing Investment Guidelines (Docket No. 38).

Status: On October 8, 2005, the Court granted a bridge order with respect to this motion. A final order will be submitted for consideration by the Court.

Customer Practices

24. **"Customer Programs"** – Motion For Order Under 11 U.S.C. §§ 105(a), 363, 1107, And 1108 Authorizing Debtors To Honor Prepetition Obligations To Customers And Otherwise Continue Customer Programs In the Ordinary Course Of Business (Docket No. 26) (Final Order)

Related Pleading: Bridge Order Under 11 U.S.C. §§ 105(a), 363, 1107, And 1108 Authorizing Debtors To Honor Prepetition Obligations To Customers And Otherwise Continue Customer Programs In the Ordinary Course Of Business (Docket No. 39).

Status: On October 8, 2005, the Court granted a bridge order with respect to this motion. A final order will be submitted for consideration by the Court.

Taxes And Related Matters

25. **"Taxes"** – Motion For Order Under 11 U.S.C. §§ 105(a), 363(b), 507(a)(8), 541, 1107, And 1108 Authorizing Debtors To Pay Prepetition Sales, Use, Trust Fund, And Other Taxes And Related Obligations (Docket No. 27) (Final Order)

Status: A final order will be submitted for consideration by the Court.

26. **"Claims Trading"** – Motion For Order Under 11 U.S.C. §§ 105, 362, And 541 And Fed.R. Bankr. P. 3001 Establishing Notification And Hearing Procedures For Trading In Claims And Equity Securities (Docket No. 29) (Interim and Final Orders)

Response Filed: Citigroup Inc., Lehman Brothers Inc., Merrill Lynch & Co. and Morgan Stanley & Co. (Docket No. 76).

Reply Filed: None.

Status: An interim order will be submitted for consideration by the Court. The Debtors also request that the Hearing on the Final Order be scheduled for the first omnibus hearing as reflected on the proposed Case Management Order (see matter 8).

Utilities

27. **"Utilities"** – Motion For Interim And Final Orders Under 11 U.S.C. §§ 105, 366, 503, And 507 (I) Prohibiting Utilities From Altering, Refusing, Or Discontinuing Services On Account Of Prepetition Invoices And (II) Establishing Procedures For Determining Requests For Additional Assurance (Docket No. 41) (Interim and Final Order)

Status: An interim and final order will be submitted for consideration by the Court.

E. Motions Re: Financing

28. **"DIP Financing"** – Motion For Order Under 11 U.S.C. §§ 105, 361, 362, 363, 364(c), 364(d) And 364(e) And Fed. R. Bankr. P. 2002, 4001, And 9014 (I) Authorizing Debtors To Obtain Secured Postpetition Financing On Superpriority Secured And Priming Basis, (II) Authorizing Use Of Cash Collateral, (III) Granting Adequate Protection To Prepetition Secured Lenders, (IV) Granting Interim Relief, And (V) Scheduling A Final Hearing

Under Fed. R. Bankr. P. 4001 (b) And (c) (Docket No. 42) (Interim and Final Orders)

Response Filed: Bank of America & Capital, LLC's (Docket No. 70).

Reply Filed: None.

Related Pleading: Bridge Order Under 11 U.S.C. §§ 105, 361, 362, 363, 364(c), 364(d) And 364(e) And Fed. R. Bankr. P. 2002, 4001, And 9014 (I) Authorizing Debtors To Obtain Secured Postpetition Financing On Superpriority Secured And Priming Basis, (II) Authorizing Use Of Cash Collateral, (III) Granting Adequate Protection To Prepetition Secured Lenders, (IV) Granting Interim Relief, And (V) Scheduling A Final Hearing Under Fed. R. Bankr. P. 4001 (b) And (c) (Docket No. 46).

Status: On October 8, 2005, the Court granted a bridge order with respect to this motion. An interim order will be submitted for consideration by the Court. The Debtors also request that the hearing on the Final Order be scheduled for the first omnibus hearing as reflected on the proposed Case Management Order (see matter 8).

29. **"Insurance Financing"** – Motion For Order Under 11 U.S.C. §§ 361 And 363(b) And Fed. R. Bankr. P. 4001(c) Authorizing Debtors To Continue Honoring Prepetition Insurance Premium Finance Agreement And Continue Grant Of Security Interest To Insurance Premium Finance Company (Docket No. 44) (Scheduling Order)

Status: The Debtors request that this matter be adjourned to the first omnibus hearing as reflected on the proposed Case Management Order (see matter 8).

30. **"Derivative Contracts"** – Motion For Order Under 11 U.S.C. §§ 105, 363, 1107, And 1108 And Fed. R. Bankr. P. 4001 Authorizing Debtors To Enter Into, Continue Performance Under, And Provide Credit Support Under Derivative Contracts (Docket No. 43) (Final Order)

Related Pleading: Bridge Order Under 11 U.S.C. §§ 105, 363, 1107, And 1108 And Fed. R. Bankr. P. 4001 Authorizing Debtors To Enter Into, Continue Performance Under, And Provide Credit Support Under Derivative Contracts (Docket No. 45).

Status: On October 8, 2005, the Court granted a bridge order with respect to this motion. A final order will be submitted for consideration by the Court.

F. Applications And Motion Re: Retention Of Debtors' Professionals

31. **"Skadden Retention"** – Application For Order Under 11 U.S.C. §§ 327(a) And 329 And Fed. R. Bankr. P. 2014 And 2016 (I) Authorizing Employment And Retention Of Skadden, Arps, Slate, Meagher & Flom LLP And Affiliates As Attorneys For Debtors-in-Possession And (II) scheduling A Final Hearing Thereon (Docket No. 47) (Interim and Final Orders)

Status: An interim order will be submitted for consideration by the Court. The Debtors request that the hearing on the final order be scheduled on the first omnibus hearing as reflected on the proposed Case Management Order (see matter 8).

32. **"Togut Segal Retention"** – Application For Order Under 11 U.S.C. § 327(a) And Fed. R. Bankr. P. 2014(a) (I) Authorizing Employment And Retention Of Togut, Segal & Segal LLP As Conflicts Counsel For Debtors And (II) Scheduling Final Hearing Thereon (Docket No. 48) (Interim and Final Orders)

Status: An interim order will be submitted for consideration by the Court. The Debtors request that the hearing on the final order be scheduled on the first omnibus hearing as reflected on the proposed Case Management Order (see matter 8).

33. **"Shearman Retention"** – Application For Order Under 11 U.S.C. § 327(e) And Fed. R. Bankr. P. 2014 (I) Authorizing Employment And Retention Of Shearman & Sterling LLP As Special Counsel To Debtors And (II) Scheduling A Final Hearing Thereon (Docket No. 48) (Interim and Final Orders)

Status: An interim order will be submitted for consideration by the Court. The Debtors request that the hearing on the final order be scheduled on the first omnibus hearing as reflected on the proposed Case Management Order (see matter 8).

34. **"Groom Law Group Retention"** – Application For Order Under 11 U.S.C. §§ 327(e) And 1107(a) (I) Authorizing Employment And Retention Of Groom Law Group Chartered As Special Employee Benefits Counsel To Debtors And (II) Scheduling Final Hearing Thereon (Docket No. 50) (Interim and Final Orders)

Status: An interim order will be submitted for consideration by the Court. The Debtors request that the hearing on the final order be scheduled on the first omnibus hearing as reflected on the proposed Case Management Order (see matter 8).

35. **"O'Melveny & Myers Retention"** – Application For Order Under 11 U.S.C. §§ 327(e) And 1107(a) (I) Authorizing Employment And Retention Of O'Melveny & Myers LLP As Special Labor Counsel To Debtors And (II) Scheduling Final Hearing Thereon (Docket No. 51) (Interim and Final Orders)

Status: An interim order will be submitted for consideration by the Court. The Debtors request that the hearing on the final order be scheduled on the first omnibus hearing as reflected on the proposed Case Management Order (see matter 8).

36. **"Rothschild Retention"** – Application For Order Under 11 U.S.C. §§ 327(a) And 328 (I) Authorizing Employment And Retention Of Rothschild Inc. As Financial Advisor And Investment Banker To Debtors And (II) Scheduling Final Hearing Thereon (Docket No. 52) (Interim and Final Orders)

Status: An interim order will be submitted for consideration by the Court. The Debtors request that a hearing on the final order be scheduled for the first omnibus hearing date following November 22, 2005.

37. **"FTI Retention"** – Application For Order Under 11 U.S.C. § 327(a) And Fed. R. Bankr. P. 2014 And 2016 (I) Authorizing Employment And Retention Of FTI Consulting, Inc. As Restructuring And Financial Advisors To Debtors And (II) Scheduling Final Hearing Thereon (Docket No. 53) (Interim and Final Orders)

Status: An interim order will be submitted for consideration by the Court. The Debtors request that the hearing on the final order be scheduled on the first omnibus hearing as reflected on the proposed Case Management Order (see matter 8).

38. **"KCC Retention"** – Application For Order Under 28 U.S.C. § 156(c) Authorizing Retention And Appointment Of Kurtzman Carson Consultants LLC As Claims, Noticing, And Balloting Agent For Clerk Of Bankruptcy Court (Docket No. 54) (Interim and Final Orders)

Status: An interim order will be submitted for consideration by the Court. The Debtors request that the hearing on the final order be scheduled on the first omnibus hearing as reflected on the proposed Case Management Order (see matter 8).

39. **"Ordinary Course Professionals"** – Motion For Order Under 11 U.S.C. §§ 327, 330, And 331 Authorizing Retention Of Professionals Utilized By Debtors In Ordinary Course Of Business (Docket No. 55) (Scheduling Order)

Status: The Debtors request that this matter be adjourned to the first omnibus hearing as reflected on the proposed Case Management Order (see matter 8).

Dated: New York, New York
October 11, 2005

SKADDEN, ARPS, SLATE, MEAGHER
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